

RESOLUTION NO. RS2005-1050

A resolution approving amendments to two agreements between the Metropolitan Government and Constellation Energy Projects & Services Group, Inc. (formerly Constellation Energy Source, Inc.) relating to management of and fuel purchases for the district energy system.

WHEREAS, pursuant to Ordinance No. BL2001-921, the Metropolitan Council approved an agreement (the "Management Agreement") between the Metropolitan Government and Constellation Energy Source, Inc. relating to the construction and management of a new energy generation facility (the "EGF") and the existing energy distribution system that provides heating and cooling services to certain public and private buildings in downtown Nashville; and

WHEREAS, also pursuant to Ordinance No. BL2001-921, the Metropolitan Council approved an agreement (the "Fuel Purchase Agreement") between the Metropolitan Government and Constellation Energy Source, Inc. relating to the purchase of fuel for the EGF; and

WHEREAS, Ordinance No. BL2001-921 provides that the Management Agreement and the Fuel Purchase Agreement may be amended subject to approval of the Metropolitan Council by resolution; and

WHEREAS, the Metropolitan Government and Constellation Energy Projects & Services Group, Inc., successor to Constellation Energy Source, Inc., seek to modify the Management Agreement and the Fuel Purchase Agreement pursuant to the terms of the documents attached and incorporated into this resolution as Exhibits A and B, respectively; and

WHEREAS, the citizens of Nashville and Davidson County will benefit by the amendment of the Management Agreement and the Fuel Purchase Agreement as contemplated by Exhibits A and B.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY:

SECTION 1. The Amended and Restated Management Agreement between the Metropolitan Government and Constellation Energy Projects & Services Group, Inc. (Exhibit A) is hereby approved.

SECTION 2. The Amended and Restated Fuel Purchase Agreement between the Metropolitan Government and Constellation Energy Projects & Services Group, Inc. (Exhibit B) is hereby approved.